

**THIS INSTRUMENT  
PREPARED BY AND AFTER  
RECORDING RETURN TO:**

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Bancroft, Richman & Goldberg,  
LLC  
33 West Monroe  
Suite 2000  
Chicago, Illinois 60603



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SANDY WEGMAN  
RECORDER - KANE COUNTY, IL

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**THIRD AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS  
AND RESTRICTIONS OF KIRKWOOD HOMEOWNERS' ASSOCIATION AND TO  
THE BY-LAWS OF KIRKWOOD HOMEOWNERS ASSOCIATION**

THIS THIRD AMENDMENT ("Amendment") TO THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF KIRKWOOD HOMEOWNERS' ASSOCIATION (the "Association") and to the BY-LAWS OF KIRKWOOD HOMEOWNERS ASSOCIATION is made and entered into this 17th day of April, 2014 by the Board of Directors of the Association (the "Board").

**RECITALS**

A. The Board administers the Common Areas and other property of the Association located in the City of Geneva, County of Kane, State of Illinois, legally described on Exhibit A attached hereto and made a part hereof (the "Property").

B. The Declaration was recorded with the Recorder of Deeds for Kane County, Illinois, on August 5, 1976 as Document Number 1373270, (the "Declaration"); the Declaration was amended by that certain amendment titled Amendment to Declaration of Covenants, Conditions and Restrictions of Kirkwood Homeowner' Association, which was recorded with the Recorder of Deeds for Kane County, Illinois, on June 27, 1977 as Document Number 1412864; and, the Declaration was further Amended by that certain amendment titled First Amendment to Declaration of Covenants, Conditions and Restrictions of the Kirkwood Homeowner' Association, which was recorded with the Recorder of Deeds for Kane County, Illinois, on September 18, 2007 as Document Number 2007K095809.

C. The Association is subject to the terms of the Common Interest Community Association Act, 765 ILCS 160/ (hereinafter referred to as the "Act").

D. Pursuant to Section 1-15(b) of the Act, "All provisions of the declaration, bylaws, and other community instruments severed by this Act shall be revised by the board of directors independent of the membership to comply with this Act."

E. Several provisions of the Declaration and By-Laws do not comply with the terms of the Act and the Board desires to amend the Declaration and By-Laws of the Association to comply with the terms of the Act.

F. The Amendment set forth below and the By-Laws attached hereto as Exhibit C have been approved by all the members of the Board, and such approvals of the Board have been certified pursuant to the Secretarial Certification, Exhibit B, attached hereto and made a part hereof.

**NOW, THEREFORE,** the Declaration is hereby amended as follows:

1. **Incorporation of Recitals.** The foregoing Recitals are true and correct, and are hereby incorporated into this Amendment as though fully set forth herein.

2. **Revisions to the Declaration.** The following sections of the Declaration are amended as hereinafter provided:

A. **Article III - Section 3(a) - Notice and Quorum for Certain Actions.** Article III, Section 3(a) of the Declaration is deleted in its entirety and replaced with the following:

"Subject to the provisions of subparagraph (c) of this Section 3, written notice of any meeting called for the purpose of this Declaration requiring the affirmative vote of two-thirds (2/3rds) of the Members of the Association, who are voting in person, by proxy at such meeting or by such other method as allowed under the Common Interest Community Association Act, 765 ILCS 160 (the "Act"), shall be sent to all Members not less than thirty (30) days not more than sixty (60) days in advance of such meeting. The presence of Members, proxies or other voting methods allowed pursuant to the Act entitled to cast twenty percent (20%) of all the votes shall constitute a quorum. If the required quorum is not present, another meeting may be called subject to the same notice requirement and the required quorum at the subsequent meeting shall also be twenty percent (20%). No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting."

B. **Article V – Section C – Basis and Limitations of Annual Assessments.** Article V, Section C of the Declaration is deleted in its entirety and replaced with the following:

"Each Member shall receive a copy of the proposed annual budget with an indication of which portions are intended for reserves, capital expenditures or repairs or payments of real estate taxes, at least 30 days but not more than 60 days prior to the adoption thereof by the Board. If an adopted budget or any separate assessment



adopted by the Board would result in the sum of all regular and separate assessments payable in the current fiscal year exceeding 115% of the sum of all regular and separate assessments payable during the preceding fiscal year, the Association, upon written petition by members with 20% of the votes of the Association delivered to the Board within 14 days of the Board action, shall call a meeting of the Members within 30 days of the date of delivery of the petition to consider the budget or separate assessments; unless a majority of the total votes of the Members are cast at the meeting to reject the budget or separate assessment, it shall be deemed ratified”

C. **Article VI – Section 1(h) - Notice and Quorum for Certain Actions.**

Article VI, Section 1(h) of the Declaration is deleted in its entirety and replaced with the following:

“Fidelity insurance covering persons who control or disburse funds of the Association for the maximum of coverage that is commercially available or reasonably required to protect funds in the custody or control of the Association. All management companies which are responsible for the funds held or administered by the Association shall maintain and furnish to the Association a fidelity bond for the maximum of coverage that is commercially available or reasonably required to protect funds in the custody of the management company at any time. The Association shall bear the cost of the fidelity insurance and fidelity bond unless otherwise provided by contract between the Association and a management company.”

3. **Terms.** Capitalized terms used in this Amendment shall have the same meanings as ascribed to them in the Declaration or By-Laws, except to the extent they are amended or otherwise defined in this Amendment.

4. **Continuation.** All terms, conditions and provisions of the Declaration and By-Laws, as expressly amended and supplemented by this Amendment, are hereby ratified, confirmed and shall continue to apply with full force and effect. In the event of any inconsistency between this Amendment and the Declaration or By-Laws, this Amendment shall control.

[Signatures contained on the following page]

IN WITNESS WHEREOF, the Board and Unit Owners have caused this Amendment to be signed as of the date aforesaid.

**BOARD OF DIRECTORS FOR  
KIRKWOOD HOMEOWNERS'  
ASSOCIATION**

By: Charles Pedersen  
Print Name: CHARLES PEDERSEN  
Its: President

STATE OF ILLINOIS     )  
                                      ) SS  
COUNTY OF KANE     )

I, Diane Honeyman, a Notary Public in and for the County and State aforesaid, do hereby certify that Charles Pedersen, as President of Kirkwood Homeowners' Association, an Illinois not for profit corporation, personally known to me to be the same person whose name is subscribed to the foregoing instrument as such he, appeared before me this day in person and acknowledged that he signed and delivered the foregoing instrument as his own free and voluntary act and the free and voluntary act of such company, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 18<sup>th</sup> day of April, 2014.

Diane Honeyman  
Notary Public

My Commission Expires:

2-25-17



## **EXHIBIT A**

### **LEGAL DESCRIPTION**

**LEGAL:** Lots 1 through 21 in Kirkwood Subdivision Phase I, Being A Subdivision In The City Of Geneva, Kane County, Illinois AND ALSO Lots 40 through 71 in Kirkwood Subdivision Phase II, Being A Subdivision in The City Of Geneva, Kane County, Illinois AND ALSO Lots 23 through 27 and 72 through 81 in Kirkwood Subdivision Phase III, Being A Subdivision In The City Of Geneva, Kane County, Illinois AND ALSO Lots 28 through 39 In Kirkwood Resubdivision Phase III, Being A Subdivision In The City Of Geneva, Kane County, Illinois.

**COMMON AREA:** Lot 22 in Kirkwood Subdivision Phase I, Being A Subdivision In The City Of Geneva, Kane County, Illinois.

<b><u>UNIT</u></b>	<b><u>PIN</u></b>	<b><u>Commonly Known As</u></b>
9	12-01-151-018	1558 Kirkwood Dr Geneva, IL 60134
10	12-01-151-019	1556 Kirkwood Dr Geneva, IL 60134
11	12-01-151-020	1554 Kirkwood Dr Geneva, IL 60134
12	12-01-151-021	1552 Kirkwood Dr Geneva, IL 60134
13	12-01-151-022	1550 Kirkwood Dr Geneva, IL 60134
14	12-01-151-023	1548 Kirkwood Dr Geneva, IL 60134
15	12-01-151-024	1546 Kirkwood Dr Geneva, IL 60134
16	12-01-151-025	1544 Kirkwood Dr Geneva, IL 60134
22	12-01-151-026	Vacant Kirkwood Dr Geneva, IL 60134
22	12-01-151-027	Vacant Kirkwood Dr Geneva, IL 60134
59	12-01-151-028	1560 Kirkwood Dr Geneva, IL 60134
58	12-01-151-029	1562 Kirkwood Dr Geneva, IL 60134
57	12-01-151-030	1564 Kirkwood Dr Geneva, IL 60134
56	12-01-151-031	1566 Kirkwood Dr Geneva, IL 60134
55	12-01-151-032	1568 Kirkwood Dr Geneva, IL 60134
54	12-01-151-033	1570 Kirkwood Dr Geneva, IL 60134
53	12-01-151-034	1572 Kirkwood Dr Geneva, IL 60134
52	12-01-151-035	1574 Kirkwood Dr Geneva, IL 60134
51	12-01-151-036	1576 Kirkwood Dr Geneva, IL 60134
50	12-01-151-037	1578 Kirkwood Dr Geneva, IL 60134
49	12-01-151-038	1580 Kirkwood Dr Geneva, IL 60134
48	12-01-151-039	1582 Kirkwood Dr Geneva, IL 60134
47	12-01-151-040	1584 Kirkwood Dr Geneva, IL 60134
46	12-01-151-041	1586 Kirkwood Dr Geneva, IL 60134
8	12-01-152-005	1543 Kirkwood Dr Geneva, IL 60134
7	12-01-152-006	1541 Kirkwood Dr Geneva, IL 60134
6	12-01-152-007	1539 Kirkwood Dr Geneva, IL 60134
5	12-01-152-008	1537 Kirkwood Dr Geneva, IL 60134
60	12-01-153-001	1547 Kirkwood Dr Geneva, IL 60134
61	12-01-153-002	1549 Kirkwood Dr Geneva, IL 60134
62	12-01-153-003	1551 Kirkwood Dr Geneva, IL 60134



63	12-01-153-004	1553 Kirkwood Dr Geneva, IL 60134
64	12-01-153-005	1555 Kirkwood Dr Geneva, IL 60134
65	12-01-153-006	1557 Kirkwood Dr Geneva, IL 60134
66	12-01-153-007	1559 Kirkwood Dr Geneva, IL 60134
67	12-01-153-008	1561 Kirkwood Dr Geneva, IL 60134
17	12-01-301-046	1542 Kirkwood Dr Geneva, IL 60134
18	12-01-301-047	1540 Kirkwood Dr Geneva, IL 60134
19	12-01-301-048	1538 Kirkwood Dr Geneva, IL 60134
20	12-01-301-049	1536 Kirkwood Dr Geneva, IL 60134
21	12-01-301-050	1534 Kirkwood Dr Geneva, IL 60134
4	12-01-307-005	1535 Kirkwood Dr Geneva, IL 60134
3	12-01-307-006	1533 Kirkwood Dr Geneva, IL 60134
2	12-01-307-007	1531 Kirkwood Dr Geneva, IL 60134
1	12-01-307-008	1529 Kirkwood Dr Geneva, IL 60134
68	12-01-308-001	1563 Kirkwood Dr Geneva, IL 60134
69	12-01-308-002	1565 Kirkwood Dr Geneva, IL 60134
70	12-01-308-003	1567 Kirkwood Dr Geneva, IL 60134
71	12-01-308-004	1569 Kirkwood Dr Geneva, IL 60134
45	12-01-309-001	1588 Kirkwood Dr Geneva, IL 60134
44	12-01-309-002	1590 Kirkwood Dr Geneva, IL 60134
43	12-01-309-003	1592 Kirkwood Dr Geneva, IL 60134
42	12-01-309-004	1594 Kirkwood Dr Geneva, IL 60134
41	12-01-309-005	1596 Kirkwood Dr Geneva, IL 60134
40	12-01-309-006	1598 Kirkwood Dr Geneva, IL 60134
85	12-01-310-002	1527 Kirkwood Dr Geneva, IL 60134
84	12-01-310-003	1525 Kirkwood Dr Geneva, IL 601 34
83	12-01-310-004	1523 Kirkwood Dr Geneva, IL 60134
82	12-01-310-005	1521 Kirkwood Dr Geneva, IL 60134
81	12-01-310-006	1519 Kirkwood Dr Geneva, IL 60134
80	12-01-310-007	1517 Kirkwood Dr Geneva, IL 60134
79	12-01-310-008	1515 Kirkwood Dr Geneva, IL 60134
78	12-01-310-009	1513 Kirkwood Dr Geneva, IL 60134
77	12-01-310-010	1511 Kirkwood Dr Geneva, IL 60134
76	12-01-310-011	1509 Kirkwood Dr Geneva, IL 60134
75	12-01-310-012	1507 Kirkwood Dr Geneva, IL 60134
74	12-01-310-013	1505 Kirkwood Dr Geneva, IL 60134
73	12-01-310-014	1503 Kirkwood Dr Geneva, IL 60134
72	12-01-310-015	1501 Kirkwood Dr Geneva, IL 60134
22	12-01-310-016	Vacant Kirkwood Dr Geneva, IL 60134
23	12-01-311-002	1532 Kirkwood Dr Geneva, IL 60134
24	12-01-311-003	1530 Kirkwood Dr Geneva, IL 60134
25	12-01-311-004	1528 Kirkwood Dr Geneva, IL 60134
26	12-01-311-005	1526 Kirkwood Dr Geneva, IL 60134
27	12-01-311-006	1524 Kirkwood Dr Geneva, IL 60134
28	12-01-311-019	1522 Kirkwood Dr Geneva, IL 60134

29	12-01-311-020	1520 Kirkwood Dr Geneva, IL 60134
30	12-01-311-021	1518 Kirkwood Dr Geneva, IL 60134
31	12-01-311-022	1516 Kirkwood Dr Geneva, IL 60134
32	12-01-311-023	1514 Kirkwood Dr Geneva, IL 60134
33	12-01-311-024	1512 Kirkwood Dr Geneva, IL 60134
34	12-01-311-025	1510 Kirkwood Dr Geneva, IL 60134
35	12-01-311-026	1508 Kirkwood Dr Geneva, IL 60134
36	12-01-311-027	1506 Kirkwood Dr Geneva, IL 60134
37	12-01-311-028	1504 Kirkwood Dr Geneva, IL 60134
38	12-01-311-029	1502 Kirkwood Dr Geneva, IL 60134
39	12-01-311-030	1500 Kirkwood Dr Geneva, IL 60134
22	12-01-311-031	Vacant Kirkwood Dr Geneva, IL 60134

EXHIBIT B

SECRETARIAL CERTIFICATION

STATE OF ILLINOIS       )  
                                      ) SS.  
COUNT OF KANE        )


I, KIRK KROSE, being duly sworn on oath, do hereby state that:

1. I am the duly elected, qualified and acting Secretary of Kirkwood Homeowners' Association ("Association").


2. I am the keeper of the corporate records of the Association.

3. This Amendment ("Amendment") to the Declaration of Covenants, Conditions and Restrictions of Kirkwood Homeowners' Association and the By-Laws of Kirkwood Homeowners Association attached as Exhibit C ("By-Laws") were approved by the unanimous vote of the board of directors for the Association at a meeting held on 3/17, 2014.

FURTHER AFFIANT SAYETH NAUGHT.

, Secretary  
Kirkwood Homeowners' Association

SUBSCRIBED and SWORN to before me  
this 18 day of April, 2014.

By:   
Notary Public





**EXHIBIT C**  
**BYLAWS OF THE ASSOCIATION**

(attached)

## BY-LAWS OF KIRKWOOD HOMEOWNERS ASSOCIATION

### ARTICLE I

#### DEFINITIONS

SECTION 1. The Association. The Association shall mean and refer to Kirkwood Homeowners Association, a not-for-profit corporation, organized and existing under the laws of the State of Illinois.

SECTION 2. The By-Laws. The By-Laws shall refer to and incorporate herein by reference all the provisions of the Declaration of Covenants, Conditions and Restrictions of Kirkwood Homeowners Association. Definitions referred to in said Declaration shall be applicable when said terms are used herein.

SECTION 3. The Board. The Board shall mean and refer to the Board of Directors of the Association.

SECTION 4. The Act. The Act shall mean and refer to the Common Interest Community Association Act, 765 ILCS 160/, as amended from time to time.

### ARTICLE II

#### OFFICES

SECTION 1. Registered Office. The registered office shall be established and maintained at 1545 Kirkwood Drive, in the City of Geneva, County of Kane and State of Illinois or such other location as the Board of Directors may designate from time to time or file with the office of the Secretary of State.

SECTION 2. Other Offices. The corporation may have other offices at such place or places as the Board of Directors may from time to time appoint or the business of the corporation may require.

### ARTICLE III

#### MEMBERSHIP

SECTION 1. Members. As provided in Article III, Section I of the Declaration, every owner of a lot which is by the Declaration subject to assessment by the Association shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association. Ownership of such lot shall be the sole qualification for membership.

SECTION 2. Membership Subject to Assessment. The rights of membership are subject to the payment of annual, special and other assessments levied by this Association as set forth in the Declaration.

SECTION 3. Suspension of Membership. Pursuant to Article IV, Section 1(e) of the Declaration, the membership rights of any owner whose interest is subject to assessment may be suspended by action of the Directors during the period any assessment remains unpaid. The Directors may, in their discretion, suspend the right of any member to use the recreation area for infraction of rules and regulations of the Association adopted by resolution of the Board of Directors for a period not to exceed ten days. This

provision is intended to confirm that Article IV, Section 1(e) of the Declaration creates two (2) classes of membership as allowed by the Act.

## ARTICLE IV

### MEETINGS OF MEMBERS

SECTION 1. Annual Meetings of Members. Annual meetings of the members for the election of Directors and for such other business as may be stated in the notice of the meeting shall be held at such place and at such time and date as the Board of Directors by resolution shall determine and as set forth in the notice of the meeting. In the event the Board of Directors fails to determine the time, date and place of the meeting, the annual meetings of the members shall be held at the registered office of the corporation in Illinois on the first Tuesday in November at 8:00 p.m. beginning in 1977.

If the date of the meeting shall fall upon a legal holiday, the meeting shall be held on the next succeeding business day. At each annual meeting, the members entitled to vote shall elect the Board of Directors, and they may transact all other corporate business as may be stated in the notice of the meeting.

SECTION 2. Special Meetings. Special meetings of the membership may be called by the president, the secretary, two or more members of the Board or 20% of the membership.

SECTION 3. Notice of Meetings. Written notice stating the place, date and time of the meeting and purpose of such meeting shall be given to each Member entitled to vote there-at at his or her address as it appears in the records of the Association no less than 10 and no more than 30 days prior to the meeting.

Section 4. Other Meetings of Members. Meetings of the members for any purpose other than the election of Directors may be held at such time and place, within or without the State of Illinois, as shall be stated in the notice of the meeting.

## ARTICLE V

### VOTING RIGHTS OF MEMBERS

SECTION 1. Classes of Members. The Association shall have one (1) class of voting membership, subject to suspension as provided for in Article III, Section 3 of these By-Laws. The members shall be all Owners. Members shall be entitled to one (1) vote for each lot owned, provided their membership rights have not been suspended. When more than one person holds such interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

SECTION 2. Ballot. Upon the demand of any member a vote for Directors shall be by secret ballot and a vote upon any questions before the meeting shall be by ballot.

SECTION 3. Vote. All elections for Directors shall be decided by plurality votes and except as provided in the Declaration, Certificate of Incorporation, and the laws of the State of Illinois, and herein, all matters shall be decided by a majority vote.



SECTION 4. Quorum. At a meeting of the membership, the presence of members, proxies or other voting methods allowed pursuant to the Act entitled to cast twenty percent (20%) of all the votes shall constitute a quorum.

## ARTICLE VI

### DIRECTORS

SECTION 1. Number and Term. The number of Directors shall be seven (7). All seven Directors shall be elected at the first annual meeting of members, four of them to serve two-year terms and three of them to serve one year terms, as hereinafter provided. Thereafter, all Directors shall be elected to serve two year terms, and an election shall be held at the annual meeting of members each year to elect successors for the Directors whose terms expire that year. Each Director shall serve until a successor is elected and shall qualify.

## ARTICLE VII

### MEETINGS OF DIRECTORS

SECTION 1. Meetings. The newly elected Directors may hold their first meeting for the purpose of transaction of business if a quorum be present immediately after the annual meeting of the members or at the time and place of such meeting as may be fixed by consent in writing of all the Directors.

The Board shall give the Members notice of all Board meeting at least 48 hours prior to the meeting by sending notice as provided in Article XVI, Section 1 herein and also by posting copies of notices of meetings in such location or locations in the proximity of the Lots as the Board shall designate at least 48 hours prior to the meeting.

Special meetings of the Board of Directors may be called by the president, the secretary, or by 25% of the members of the Board.

The Board of Directors shall meet at least four (4) times annually.

SECTION 2. Action without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a written consent thereto is signed by all the members of the Board and such written consent is filed with the minutes of the proceedings of the Board.

SECTION 3. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business. If at any meeting of the Board there shall be less than a quorum present, a majority of those present shall adjourn the meeting from time to time until a quorum is obtained and no further notice thereof need be given other than by announcement at the meetings which shall be so adjourned.

SECTION 4. Compensation. Directors shall not receive any stated compensation for their services as Directors or as members of committees, but by resolution of the Board a fixed fee and expenses of attendance may be allowed for attendance at each meeting.

SECTION 5. Restrictions On Contracts with Board Members. The Board may not enter into a contract with a current Board member, or with a corporation or partnership in which a Board member or a member of his or her immediate family has 25% or more interest, unless notice of intent to enter into the contract is given to members within 20 days after a decision is made to enter into the contract and the members are afforded an opportunity by filing a petition, signed by 20% of the membership, for an election to approve or disapprove the contract; such petition shall be filed within 20 days after such notice and such election shall be held within 30 days after filing the petition. For purposes of this subsection, a Board member's immediate family means the Board member's spouse, parents, and children.

SECTION 6. Association Records. The Board shall maintain the following records of the Association and make them available for examination and copying at convenient hours of weekdays by any member or Owner subject to the authority of the Board, their mortgagees, and their duly authorized agents or attorneys:

- (i) Copies of the recorded Declaration, other community instruments, other duly recorded covenants and By-Laws and any amendments, articles of incorporation, annual reports, and any rules and regulations adopted by the Board shall be available.
- (ii) Detailed and accurate records in chronological order of the receipts and expenditures affecting the common areas, specifying and itemizing the maintenance and repair expenses of the common areas and any other expenses incurred, and copies of all contracts, leases, or other agreements entered into by the Board.
- (iii) The minutes of all meetings of the Board which shall be maintained for not less than 7 years.
- (iv) With a written statement of a proper purpose, ballots and proxies related thereto, if any, for any election held for the Board and for any other matters voted on by the members, which shall be maintained for not less than one year.
- (v) With a written statement of a proper purpose, such other records of the Board as are available for inspection by members of a not-for-profit corporation pursuant to Section 107.75 of the General Not For Profit Corporation Act of 1986.

## ARTICLE VIII

### ELECTION OF DIRECTORS

SECTION 1. Method of Election. Election to the Board of Directors shall be by written ballot as hereinafter provided. At such election, the members or proxies may cause in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration and the By-Laws. At the first election of Directors, the three names receiving the largest number of votes shall be elected to serve two-year terms. The two names receiving the next largest number of votes shall be elected to serve one-year terms. Thereafter, each such election, the names receiving the largest number of votes shall be elected.



SECTION 2. Nominations. Nominations for election to the Board of Directors shall be made by a Nominating Committee which shall be one of the standing committees of the Association. In addition thereto, nominations may be made by petition signed by 10 members of the Association and submitted to the Chairman of the Nominating Committee not less than 10 days prior to the annual meeting or other meeting at which said election is to take place.

SECTION 3. Election of Nominating Committee. The initial Nominating Committee who shall nominate officers of the Association for its first year shall be the Directors as named in the Articles of Incorporation. The Nominating Committee shall consist of a Chairman who shall be a member of the Board of Directors and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each such annual meeting.

SECTION 4. Persons Nominated. The Nominating Committee shall make as many nominations for the Election to the Board of Directors as it shall in its discretion determine but not less than a number of vacancies that are to be filled. Nominations made by the Nominating Committee or by petition may be made from among members of the Association.

Section 5. Ballot. All elections to the Board of Directors shall be made on written ballot which shall:

- (a) Describe the vacancies to be filled; and
- (b) Set forth the names of those nominated by the Nominating Committee and by petition for such vacancies. Nothing herein contained shall be construed to preclude any Director from servicing the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation there for, except as prohibited by the Act.

SECTION 6. Removal. Two-Thirds of the membership may remove a Board member as a director at a special meeting called for this purpose.

SECTION 7. Vacancies. If there is a vacancy on the Board, the remaining members of the Board may fill the vacancy by a two-thirds vote of the remaining Board members until the next annual meeting of the membership or until members holding 20% of the votes of the Association request a meeting of the members to fill the vacancy for the balance of the term of the vacant Board position. A meeting of the members shall be called for purposes of filling a vacancy on the Board no later than 30 days following the filing of a petition signed by the membership holding 20% of the votes of the Association requesting such a meeting.

SECTION 8. Additional Directors. The number of Directors may be increased by amendment of these by-laws by the affirmative vote of a majority of the members at the annual meeting or at a special meeting called for that purpose. The additional Directors shall serve two-year terms which shall be staggered at the outset in the same manner as the initial Directors' terms, as provided in Section 1 of this article, so that approximately one-half of all the Directors' terms expire each year. Each additional Director shall be elected to hold office until the annual election at which his/her term expires or until his/her successor is elected and qualifies.

## ARTICLE IX



## POWERS AND DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. Powers. The Board of Directors shall have power:

- (a) To call special meetings of the members whenever acts and corporate affairs and present the statement thereof to the members at the annual meeting of the members or at any special meeting at the request of any member;
- (b) Supervise all officers, agents and employees of the Association and to see that their duties are properly performed;
- (c) As set forth in Article V of the Declaration, fix the amount of the assessments, annual, special and other, and in connection therewith to prepare a roster of the properties and assessments applicable thereto which roster shall be kept at the registered office of the Association and shall be open to inspection by any member;
- (d) To issue or cause any appropriate officer to issue upon demand by any person, a certificate setting forth whether any assessment has been paid, such certificate to be conclusive evidence of any assessment therein stated to have been paid;
- (e) To undertake all other acts necessary to execute the purposes of this Association as provided in the articles of incorporation and Declaration.
- (f) To levy and collect reasonable fines from members or owners for violations of the Declaration, by-Laws, and the rules and regulations of the Association, but only after providing the member or owner to be fined notice and an opportunity to be heard.
- (g) All powers of the Association or the Board of Directors set forth in the Declaration or the Act.
- (h) Pursuant to the resolution adopted by the Board of Directors in January, 1990, when any owner fails or refuses to pay when due his or her proportionate share of the assessments and expenses of the Association and when demand is duly made and the owner has failed to pay the amount claimed within the time prescribed in the demand, the Association shall be entitled to possession of the Lot and improvements located on said lot and may maintain an action and be restored to the possession of the lot and the improvements on the lot in the manner provided for the Article IX of the Code of Civil Procedure relative to forcible entry and detainer.
- (i) to add the applicable management fees, if any, allowed by the Act to a member's or Owner's respective share of the common expenses.

## ARTICLE X

### OFFICERS

SECTION 1. Officers. The officers shall be a President, Secretary and a Treasurer from among the members of the Board.

SECTION 2. Election. The officers shall be chosen by majority vote of the Directors.

SECTION 3. Term. All officers shall hold office during the pleasure of the Board.

SECTION 4. Duties of the President. The President shall be present at all meetings of the Board of Directors and shall see that orders and resolutions of the Board of Directors are carried out and shall sign all notes, checks in the amount of \$3,000 or greater, leases, mortgages, deeds and all other written instruments.

SECTION 5. Duties of the Secretary. The Secretary shall perform all duties of the President in the absence of the President. The Secretary shall be ex officio Secretary of the Board of Directors and shall record the votes and keep them and the minutes of all proceedings in the book to be kept for the purpose. He/she shall sign all certificates of membership if such are issued. He/she shall keep the records of the Association. He/she shall record in the book kept for the purpose the names of all members of the Association together with their addresses as registered by such members.

SECTION 6. Duties of the Treasurer. The Treasurer shall receive and deposit in an appropriate bank account all monies of the Association and disburse such funds as directed by resolution of the Board of Directors, provided, however, that a resolution by the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer shall sign all checks and notes of the Association provided that such checks and notes shall also be signed by the President, unless a check is in an amount less than \$3,000.00, then the signature of the President shall not be required. The Treasurer shall keep proper books of account and cause an annual audit of the Association books to be made by a Certified Public Accountant at the completion of each fiscal year. He/she shall prepare an annual budget and an annual balance sheet statement and the budget and balance sheet statement shall be presented to the membership at its regular annual meeting.

## ARTICLE XI

### COMMITTEES

SECTION 1. Standing Committees. The Standing Committees of the Association shall be appointed by the President except for the Nomination Committee which shall be appointed by the Board of Directors and shall be: The Nominating Committee and the Maintenance Committee.

Each committee shall consist of a Chairman and two or more members. Members of the Board of Directors may serve on said committees. Except for the Nomination Committee, committee members shall serve at the will of the President.

SECTION 2. Nominating Committee. The Nominating Committee shall have the duties and Functions described in Article VIII.

SECTION 3. Maintenance Committee. The Maintenance Committee shall advise the Board of Directors in all matters pertaining to the maintenance, repair and improvement of the Common Area and Properties of the Association and shall perform such other functions as the Board in its discretion determines. The Maintenance Committee shall have the power to appoint sub-committees to assist it in the performance of its functions.

SECTION 4. Other Committees. The President shall appoint such other committees as he deems desirable.

SECTION 5. Committees Duties. It shall be the duty of each committee to receive complaints from the members of the Association on any matters involving the functions, duties, and activities within its field of responsibility. It shall refer such complaints to the Directors or President of the Association.

## ARTICLE XII



## PROXIES

SECTION 1. At all meetings of members each member may vote in person or by proxy.

SECTION 2. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of 11 months and every proxy shall automatically cease upon sale by the member of his Lot.

## ARTICLE XIII

### BOOKS AND PAPERS

SECTION S. The books and records and papers of the Association shall at all times during reasonable business hours be subject to inspection by any member.

## ARTICLE XIV

### CORPORATE SEAL

SECTION 1. The Association shall have a seal in circular form having within its circumference the words, "Corporate Seal of Illinois". Said seal may be used by causing it or facsimile thereof to be impressed or affixed or reproduced or otherwise.

## ARTICLE XV

### FISCAL YEAR

SECTION S. The Fiscal year of the corporation shall be determined by resolution of the Board of Directors.

## ARTICLE XVI

### NOTICES

SECTION 1. As provided in Article XVII, Section 5 of the Declaration, any notice required or desired to be given under the provisions of the Articles of Incorporation, Declaration, or By-Laws by any member, owner, or other person entitled to said notice shall be deemed to have been properly delivered by being deposited in the United States Mail postage prepaid directed to said person to whom the notice is intended at the last known address for such person as shown on the books and records of the Association as of the time such notice is given.

## ARTICLE XVII

### AMENDMENTS

SECTION 1. These By-Laws may be amended at a regular or special meeting of the members by a vote of a majority of a quorum of members present in person or by proxy provided that those provisions of the By-Laws which are similar to and governed by language of the Articles of Incorporation or Declaration may not be amended except as provided by the provisions of the Declaration or the applicable state law.



SECTION 2. In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall govern and in case of any conflict between the Declaration and the By-Laws the provisions of the Declaration shall control.